©2011 Marvel Characters, Inc. All rights reserved.

WWW.MARVEL.COM

And there came a day, a day unlike any other, when Earth's Mightiest Heroes found themselves united against a common threat! On that day, the Avengers were born, to fight the foes no single super hero could withstand!

THE NEW AVENGERS

One year ago...

Wanda Maximoff, the Scarlet Witch, experienced a total nervous breakdown after losing control of her reality-altering powers and Magneto, having lost the war against the humans that he sacrificed the well-being of his children for, is forced to watch his daughter suffer the loss of control over both her powers and her grip on reality.

Charles Xavier, unable to help the Scarlet Witch on his own, gathers the Avengers and X-Men to decide what to do with her. Refusing to accept that killing her is the only solution, the gathered heroes return to Genosha to confront Wanda in hopes of discovering what it is she wants.

Then the world burns away to white.

Wanda transforms the entire world into a utopia where mutants are the dominant species and most everyone is given their true heart's desire. Her father's dream has become a twisted reality—he is lord and master of the ruling class, the House of M. Only Wolverine seems to remember the world as it was and gathers his fellow heroes to try to bring reality back.

What no one knew was that even during this phantasm that almost destroyed reality, shape-shifting Skrulls had already infiltrated the super heroes' teams. Both Jessica Drew, a.k.a. Spider-Woman, and Hank Pym, a.k.a. Yellowjacket, were Skrull sleeper agents – and this was the break in ranks they were hoping for...

BRIAN MICHAEL BENDIS
WRITER

JIM CHEUNG
PENCILS

JOHN DELL & JAY LEISTEN
INKS

JUSTIN PONSOR
COLORIST

RS & COMICRAFT'S ALBERT DESCHESNE
LETTERER

ALEKSI BRICLOT
COVER ARTIST

ANTHONY DIAL
PRODUCTION

JEANINE SCHAEFER
ASSOCIATE EDITOR

TOM BREVOORT
EDITOR

JOE QUESADA
EDITOR IN CHIEF

DAN BUCKLEY
PUBLISHER

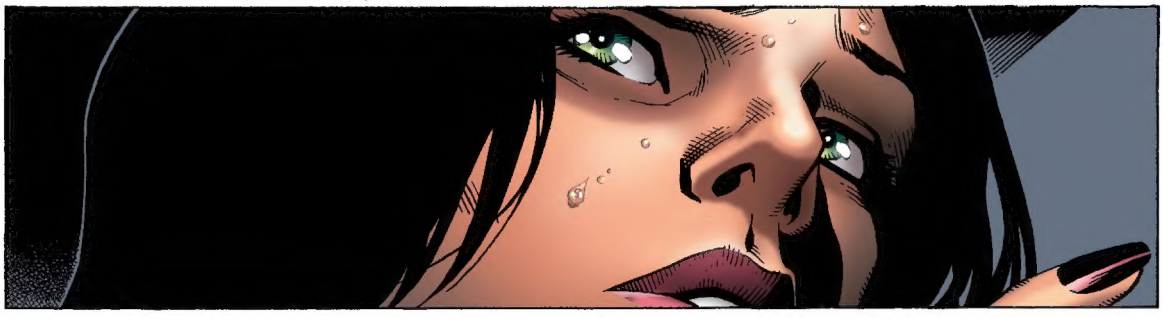
© 2011 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.

PATCHING FIELD COMMANDER WADE WILSON THROUGH THE T9-LINK SATELLITE.
NATASHA ROMANOVA IS REQUESTING BACKUP AT THE MADRIPOOR OUTPOST.
ASK FOR AN INTEL REPORT.
DIRECTOR SHAW HASN'T REPORTED IN YET.
SEND A B-TEAM OUT TO THE SAVAGE LAND AND SEE WHAT IS WHAT.
ANY WORD ON WEAPON XXXC?
SOME KIND OF FLUCTUATION.
LATVERIA HAS NO AMBASSADOR, HE'S LYING.
LATVERIA HAS NO AMBASSADOR? SINCE WHEN?
AGENT SITWELL IS CALLING IN?
THE BROOD SIGNAL IS STILL OFFLINE.
SEE WHAT YOU CAN DO WITH IT.
SERIOUSLY, SINCE WHEN?
HAVE WE GOTTEN AN UPDATE FROM GENOSHA'S OUTPOST?
GENOSHA, THIS IS HELICARRIER FIVE.
YOU'RE LATE WITH THE SCHEDULED UPDATE.

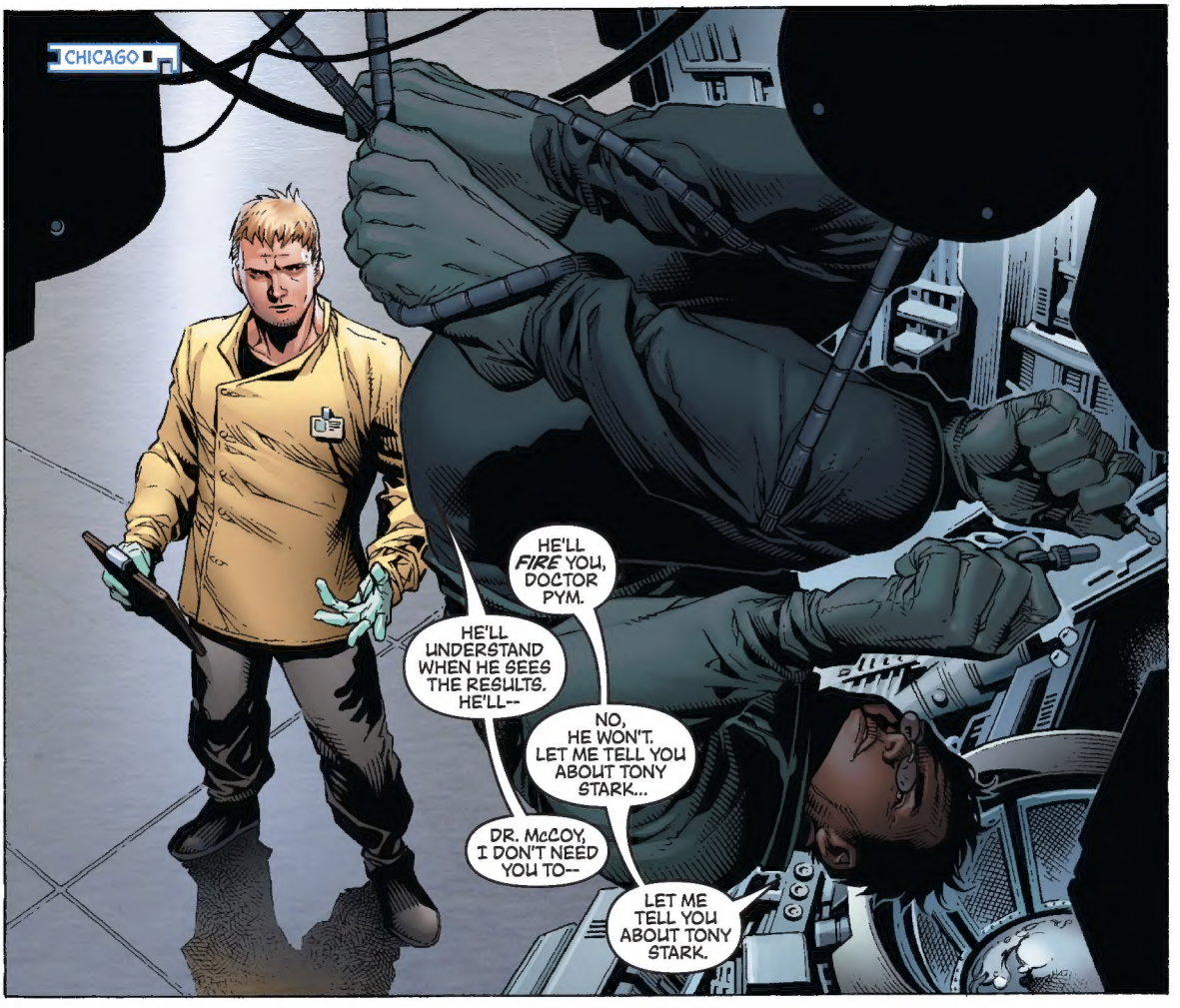
GENOSHA OUTPOST REPORTS IN.

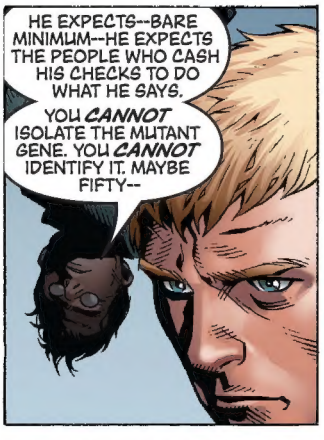
EVERYTHING IS NORMAL.

AH, GOOD MORNING, COMMANDOS. WHERE'S YOUR SQUAD LEADER?
HE'LL BE HERE.
UM, EX-EXCUSE ME.
EXCUSE ME FOR A--
ARE YOU ALRIGHT, LEIBCHEN?
UM...
GO FIND LOGAN WHILE YOU'RE OUT THERE, AGENT DREW.
I HAVE TO SEND YOU GUYS OUT INTO THE FIELD.

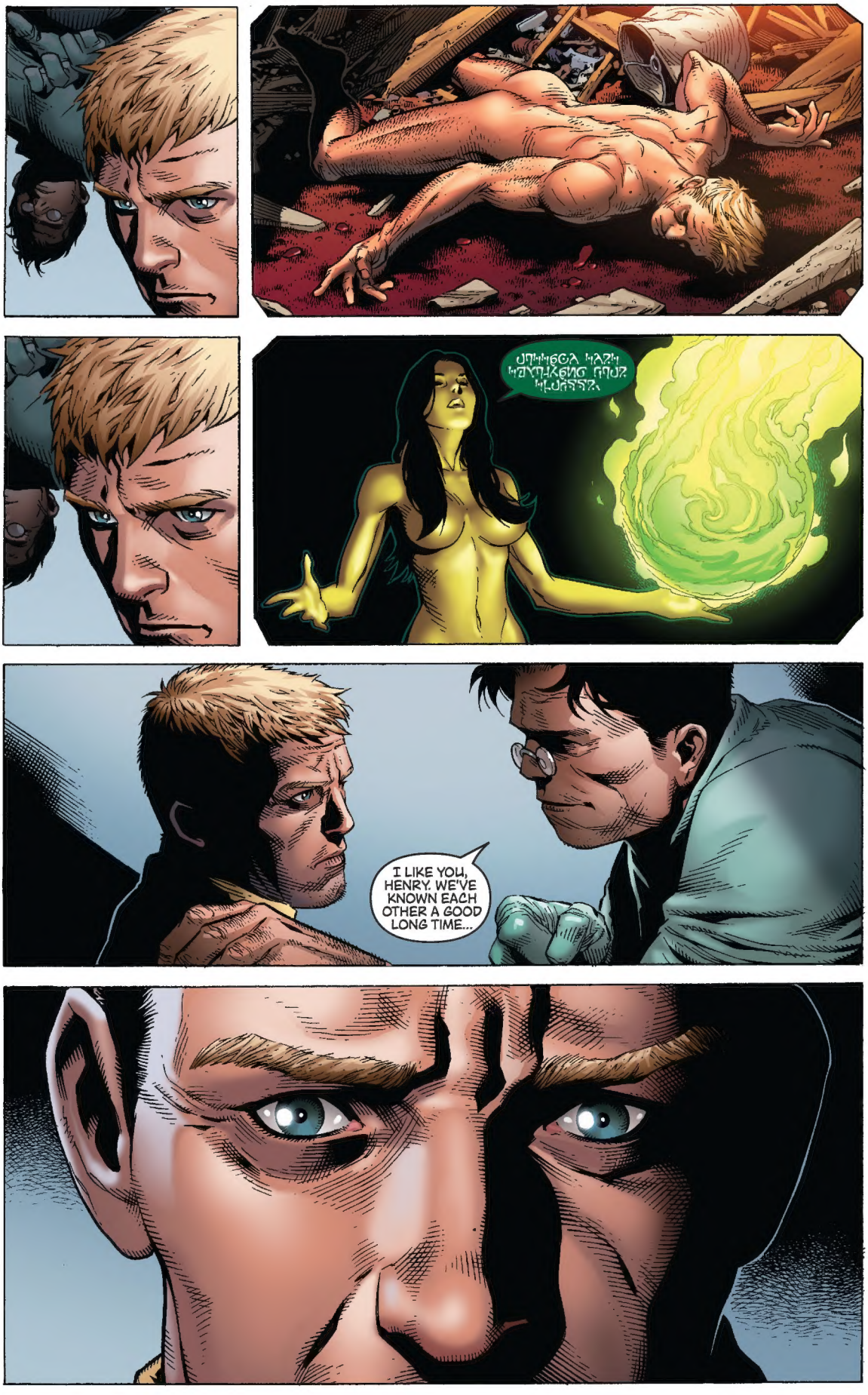


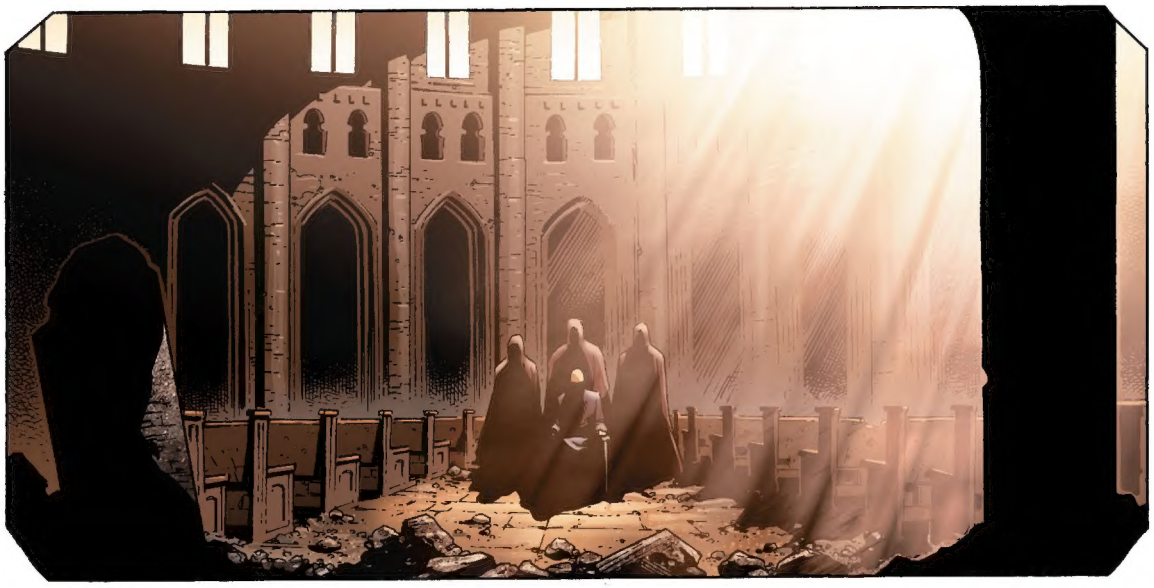
HUHAAGGHH!


CHICAGO
HE'LL FIRE YOU, DOCTOR PYM.
HE'LL UNDERSTAND WHEN HE SEES THE RESULTS. HE'LL--
NO, HE WON'T. LET ME TELL YOU ABOUT TONY STARK...
DR. McCOY, I DON'T NEED YOU TO--
LET ME TELL YOU ABOUT TONY STARK.


HE EXPECTS--BARE MINIMUM--HE EXPECTS THE PEOPLE WHO CASH HIS CHECKS TO DO WHAT HE SAYS.
YOU CANNOT ISOLATE THE MUTANT GENE. YOU CANNOT IDENTIFY IT. MAYBE FIFTY--

MAYBE FIFTY YEARS AGO. MAYBE AFTER WORLD WAR II, BUT NOT NOW.
JUST THE IDEA IS ANTI-MUTANT.


I LIKE YOU, HENRY. WE'VE KNOWN EACH OTHER A GOOD LONG TIME...

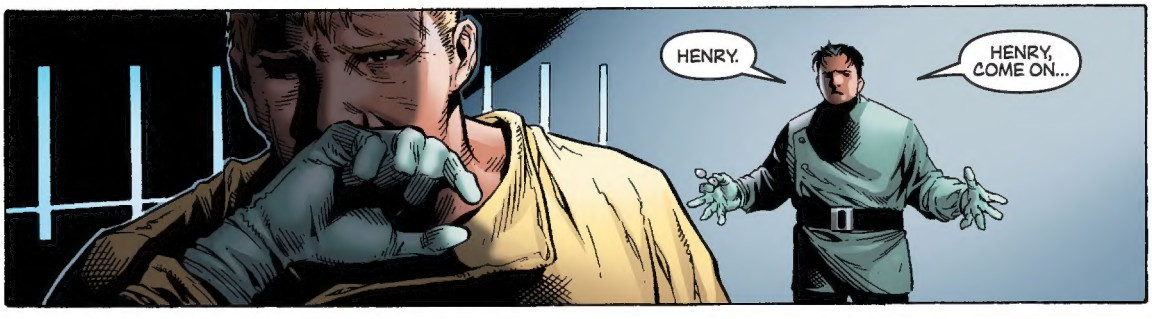


HEY, I KNOW WHAT'S GOING ON HERE, NO ONE GETS IT MORE THAN ME.
WHEN IT HAPPENED TO THE DINOSAURS-- *THEY* DIDN'T SEE IT COMING.
THEY *DIDN'T* HAVE THE INTELLECT OR CAPACITY TO UNDERSTAND IT.
BUT YOU DO.

YOU'RE WATCHING IT HAPPEN AND IT STINGS LIKE A BITCH.
IF THE ROLES WERE REVERSED I DON'T KNOW *WHAT* I'D DO.

YOU'RE RIGHT TO FEEL THE WAY YOU DO.
IT'S NOT FAIR THAT YOU HAVE TO SIT HERE, WITH FULL AWARENESS...
...AND WATCH IT SLOWLY HAPPEN.

COME ON, DON'T BE LIKE THIS.
LET'S GRAB SOME LUNCH?


HENRY.
HENRY, COME ON...

NO!
DOCTOR PYM, ARE YOU ALL--?
OH GOD!
IT'S OKAY.
AGH!
STOP IT!
STOP! GET AHOLD OF YOURSELF.
GNH!
HOLD IT TOGETHER.
I AM YOUR QUEEN. YOU WILL HEED MY WORD.
YOUR NAME IS CRITI NOLL.
SAY IT! YOUR NAME IS CRITI NOLL.
MMMMM!

I AM YOUR QUEEN.
MY NAME IS VERANKE.
YOU HAVE SWORN YOUR ALLEGIANCE. SAY YOUR NAME.
CRITI.
YES.
I DON'T UNDERSTAND...
EVERYTHING IS--EVERYTHING IS WRONG.
YES.
YOU CALLED ME AND YOU SAID YOU WERE GOING TO GO WITH THE AVENGERS AND THE X-MEN AND DEAL WITH THE SCARLET WITCH.
YOU CALLED ME. DO YOU REMEMBER?
I DID.
I CALLED YOU.
YOU WENT TO THE SCARLET WITCH. AND THEN THE WORLD WENT WHITE.
THE WORLD WENT WHITE.
DID YOU KILL HER?
WHITE.
NO. NO. WE NEVER GOT TO HER.
WE CAME TO GENOSHA AND--
OH MY GOD.
SHE DID THIS?
SHE IS POWERFUL.
THAT'S WHY SHE WAS ON OUR LIST. WE COULDN'T POSSIBLY TAKE THE PLANET WITH HER ON IT.
SHE'S ONE OF THE REASONS WE ARE HERE. HIDING.
HOW? SHE--SHE ISN'T THIS POWERFUL. SHE ISN'T A GOD.
WHY--BUT WHY ISN'T THE WORLD IN CHAOS OVER THIS? WHY ISN'T THE WORLD REACTING?
DO THEY NOT KNOW?
Alison on 4
FALL
only on
Sarah & Almando Show
Weekday Mornings Starting This Fall

LOOK.
THEY LIVE HAPPILY. SATIATED.
THIS MANY MUTANTS.
THE SKRULL ARMADA CAN'T BATTLE AGAINST THIS.
THIS IS THE OPPOSITE OF WHAT WE WERE SENT HERE TO DO.
LISTEN TO ME...
I SAW WITH MY OWN EYES THAT WOLVERINE, LOGAN, SAW RIGHT THROUGH THIS ILLUSION.
THEY SENT US TO HUNT HIM.
THERE ARE OTHERS. THERE HAVE TO BE.
LIKE US.
THE ILLUSION IS-- IT FEELS PAPER THIN. IT HAS CRACKS IN IT.
WE--WE ARE THE CRACKS IN IT.
THIS WILL CRUMBLE AND WORD WILL GET OUT.
WE'LL MAKE SURE THE WORD GETS OUT THAT A MUTANT DID THIS.
AND WHEN THE WORD GETS OUT, A WAR AGAINST THE MUTANTS WILL BE IMMEDIATE AND FIERCE.
THE MUTANTS WILL BE DECIMATED AND IMPRISONED...
THE SCARLET WITCH WILL BE EXECUTED...
AND THEN WE WILL KNOW IT IS OUR TIME.
AND IF THIS PROVES ANYTHING, ANYTHING AT ALL...
IT'S THAT AS LONG AS THEY ARE LEFT ALONE TO EAT, SLEEP, WATCH THEIR TV AND FORNICATE, MOST OF THE HUMAN RACE WILL GO ALONG WITH WHATEVER THEY ARE TOLD TO DO.
THEY WILL EASILY BUCKLE TO THE WILL OF THE SKRULL EMPIRE.
YOU--YOU ARE REALLY LOOKING AT THIS IN AN OPTIMISTIC LIGHT.
I CAN'T SEE HOW YOU CAN JUST--
I HAVE TO--AND I DO BELIEVE MY WORDS.
I KNOW MY JOB HERE IS CLEAR.
YOUR JOB?
FIND WANDA MAXIMOFF AND BLOW HER BRAINS OUT.
SHE'S IN GENOSHA. IT'S NOT A SECRET.
THEN I FIND AN OPENING AND I TAKE IT.
WE'LL GO TOGETHER.
NO.
BUT MAGNETO--
YOU'LL STAY HERE. YOU'LL DO NOTHING.
SOMEONE HAS TO TAKE OVER THE OPERATIONS IF I DON'T MAKE IT BACK.
HOW WILL YOU GET TO GENOSHA?

"I'LL FIND A RIDE.

"I'M SURE I'M NOT THE ONLY ONE READY TO TAKE OUT THE SCARLET WITCH."

DON'T STOP!

KEEP FIGHTING!

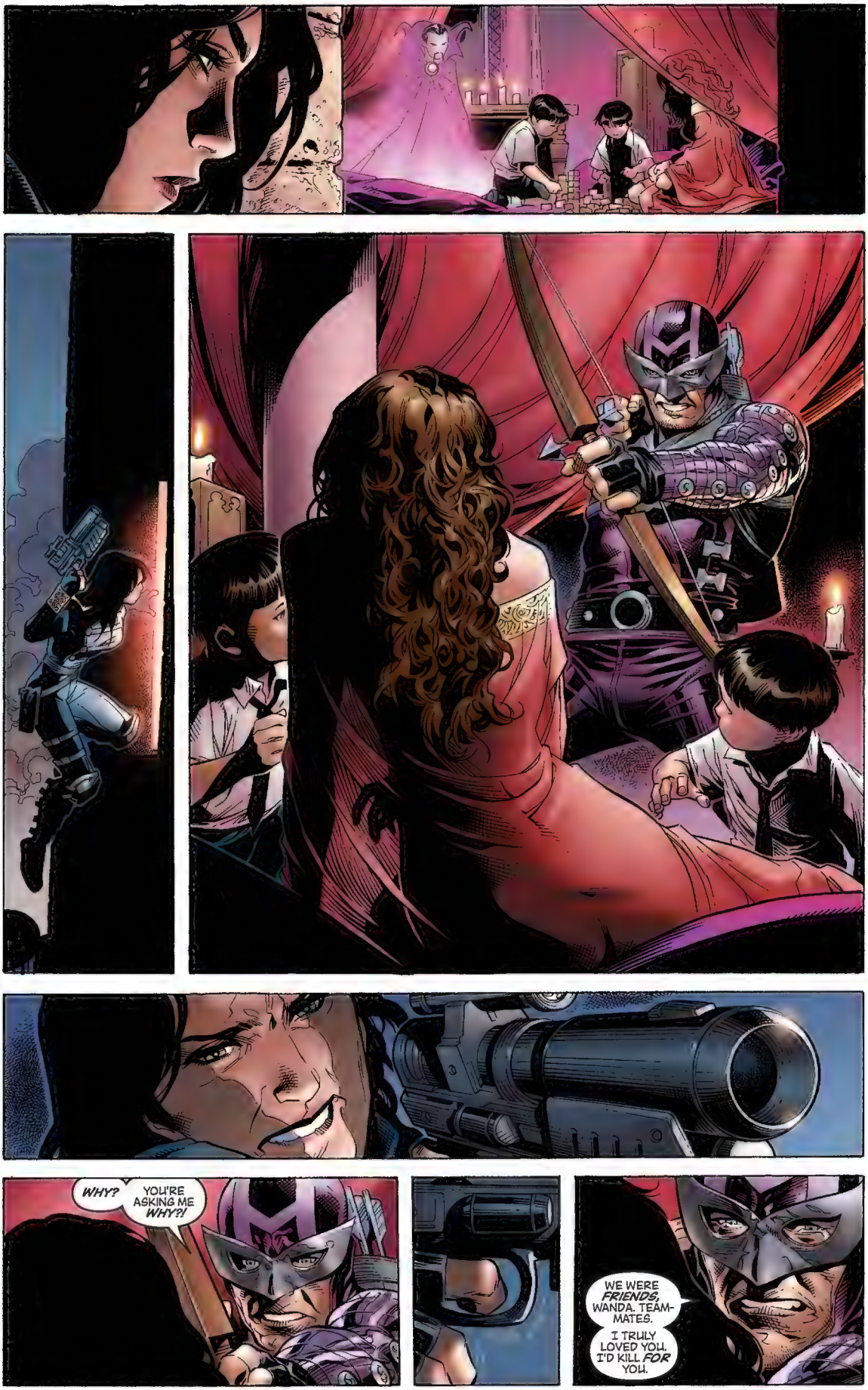
WHO *ARE* YOU PEOPLE? WHAT DO YOU *WANT* FROM US?!

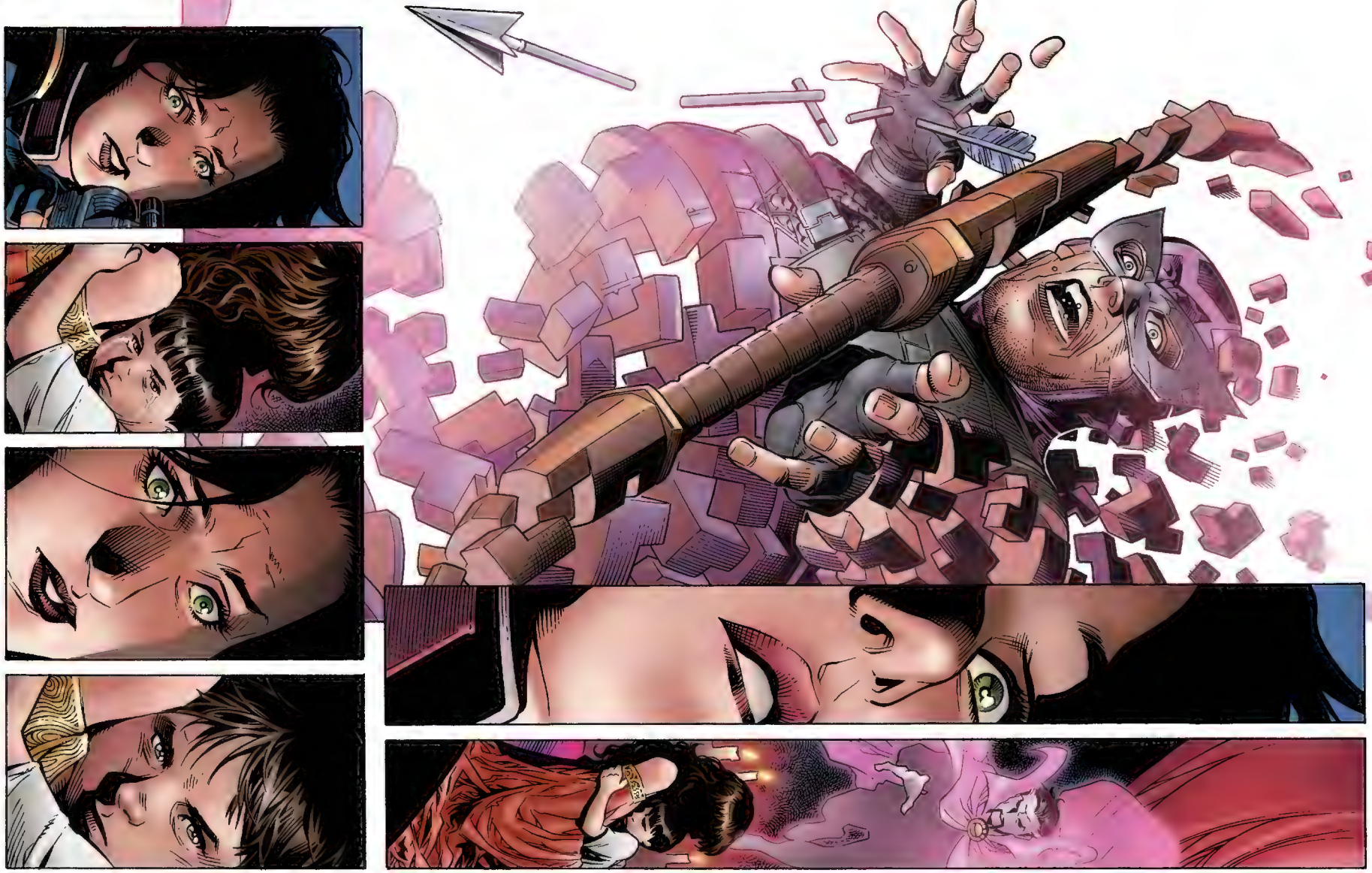
WE CAN'T LOSE THIS!

BELIEVE IT OR NOT, ORORO, WE'RE YOUR FAMILY. SO TRY TO TAKE IT A LITTLE EASY ON US.

THIS IS MADNESS!

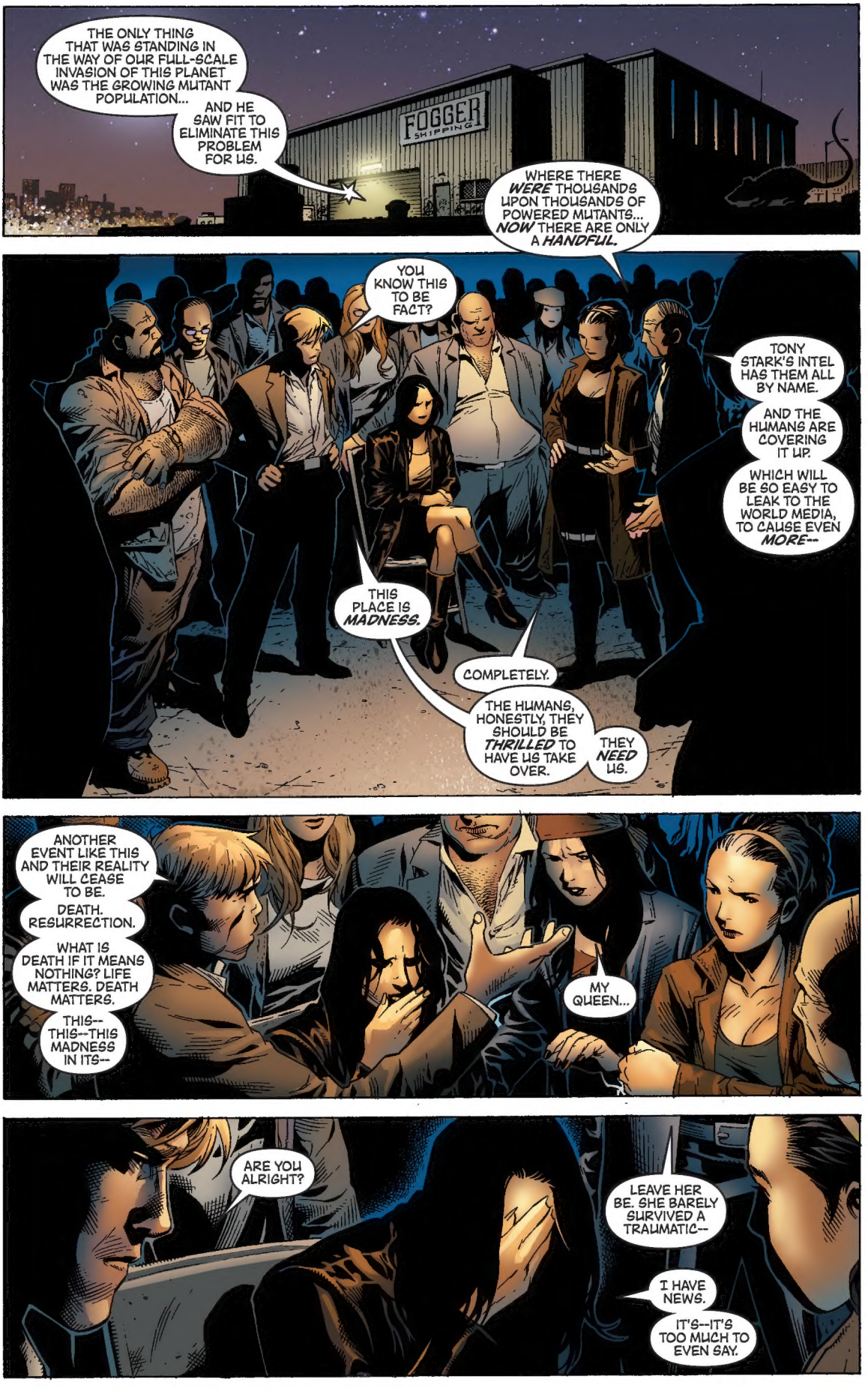
ZZAATTCCKK


WHY?
YOU'RE ASKING ME *WHY?!*
WE WERE *FRIENDS*, WANDA. TEAM-MATES.
I TRULY LOVED YOU. I'D KILL *FOR* YOU.



NO MORE MUTANTS.

HE LOVES US ALL.


THE ONLY THING THAT WAS STANDING IN THE WAY OF OUR FULL-SCALE INVASION OF THIS PLANET WAS THE GROWING MUTANT POPULATION...
AND HE SAW FIT TO ELIMINATE THIS PROBLEM FOR US.
FOGGER SHIPPING
WHERE THERE *WERE* THOUSANDS UPON THOUSANDS OF POWERED MUTANTS... *NOW* THERE ARE ONLY A *HANDFUL.*
YOU KNOW THIS TO BE FACT?
TONY STARK'S INTEL HAS THEM ALL BY NAME.
AND THE HUMANS ARE COVERING IT UP.
WHICH WILL BE SO EASY TO LEAK TO THE WORLD MEDIA, TO CAUSE EVEN *MORE*--
THIS PLACE IS *MADNESS.*
COMPLETELY.
THE HUMANS, HONESTLY, THEY SHOULD BE *THRILLED* TO HAVE US TAKE OVER.
THEY *NEED* US.
ANOTHER EVENT LIKE THIS AND THEIR REALITY WILL CEASE TO BE.
DEATH. RESURRECTION.
WHAT IS DEATH IF IT MEANS NOTHING? LIFE MATTERS. DEATH MATTERS.
THIS-- THIS--THIS MADNESS IN ITS--
MY QUEEN...
ARE YOU ALRIGHT?
LEAVE HER BE. SHE BARELY SURVIVED A TRAUMATIC--
I HAVE NEWS.
IT'S--IT'S TOO MUCH TO EVEN SAY.

ANNIHILATION DAY, PLUS 15

IT WAS WRITTEN IN OUR BOOK OF WORLDS. A WAVE WOULD COME.
AND IT HAS COME TRUE.
IT WAS WRITTEN AND IT HAS COME TRUE.
A BILLION SKRULLS DIED TO PROVE THE WORDS TRUE.
A BILLION MORE SKRULLS DIED TO TELL US WE ARE HERE WITH PURPOSE.
IT WAS WRITTEN A WAVE WOULD COME.
AND IT WAS WRITTEN A WORLD OF BLUE WOULD BE THE HOME FOR ALL THAT BELIEVED.
WE ARE RIGHT.
HE LOVES US.
NEXT ISSUE: THE TRUE KINGPIN OF THE SUPER-VILLAINS